

SEP 30 '10 -10 15 AM

SURFACE TRANSPORTATION BOARD

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ELIAS C. ALVORD (1942)  
ELLSWORTH C. ALVORD (1964)

September 30, 2010

Chief  
Section of Administration  
Office of Proceedings  
Surface Transportation Board  
395 E Street, S.W.  
Washington, D.C. 20423

Dear Section Chief,

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are two (2) copies of a Memorandum of Assignment of Lease Agreement, dated as of September 30, 2010, a secondary document as defined in the Board's Rules for the Recordation of Documents.

The enclosed document relates to the Master Agreement No. 1238. previously filed with the board under Recordation Number 29483.

The names and addresses of the parties to the enclosed document are:

Assignor: Maxus Capital Group, LLC  
31300 Bainbridge Road  
Cleveland, OH 44139

Assignee: AmeriServ Financial Bank  
216 Franklin Street  
Johnstown, PA 15907-0520

Section Chief  
September 30, 2010  
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A description of the railroad equipment covered by the enclosed document is:

Railcars KRL 74 - KRL 76 and within the series KRL 200 - KRL 70985 and KRL 370392 - KRL 863025 as more particularly set forth in the equipment schedule attached to the document.

A short summary of the document to appear in the index is:

Memorandum of Assignment of Lease Agreement.

Also enclosed is a check in the amount of \$41.00 payable to the order of the Surface Transportation Board covering the required recordation fee.

Kindly return stamped copies of the enclosed document to the undersigned.

Very truly yours,

A handwritten signature in black ink, appearing to read 'R. Alvord', with a long horizontal flourish extending to the right.

Robert W. Alvord

RWA/sem  
Enclosures

SEP 30 '10 - 10 15 AM

**MEMORANDUM OF ASSIGNMENT OF LEASE AGREEMENT**

SURFACE TRANSPORTATION BOARD

This MEMORANDUM OF ASSIGNMENT OF LEASE AGREEMENT ("Assignment") is made entered into as of September 30, 2010, by and between Maxus Capital Group, LLC, ("Assignor") and AmeriServ Financial Bank ("Assignee").

WHEREAS, Maxus Capital Group, LLC, as Lessor and Kasgro Leasing, LLC, as Lessee, have heretofore entered into that certain Lease Agreement dated September 10, 2010, (the "Lease") pertaining to the rail cars described on the attached Exhibit A ("Equipment"). Evidence of the Lease and assignment of Lease has been recorded as of Sept. 30, 2010 with the Surface Transportation Board pursuant to \_\_\_\_\_ and assigned recordation number 29483.

NOW, THEREFORE, in consideration of the sum of Ten Dollars (\$10.00) in hand paid, and other good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, Assignor hereby assigns to Assignee all right, title and interest of Assignor in, to and under the Lease; and Assignee accepts such assignment.

This Assignment may be executed in any number of counterparts, each executed counterpart constituting an original but altogether only one and the same assignment.

IN WITNESS WHEREOF, the parties have executed or caused this Assignment to be executed as of the day and year first written above.

ASSIGNOR: Maxus Capital Group, LLC

By: [Signature]

Brian de la Housaye

Title: Managing Director

STATE OF OHIO )  
COUNTY OF CUYAHOGA ) ss:

Before me, a Notary Public, in and for said county and state, personally appeared Brian de la Housaye, Managing Director of Maxus Capital Group, LLC, a Delaware limited liability company, who acknowledged that he being thereunto duly authorized, did sign the foregoing instrument in behalf of said corporation and by authority of its Board of Directors on behalf of the corporation and that the same is the free act and deed of said officer and of said corporation.

In Testimony Whereof, I have hereunto set my hand and official seal at Cleveland, Ohio this 29<sup>th</sup> day of September 2010.

[Signature]  
Notary Public

My Commission Expires: 10/11/2012

ASSIGNEE: AmeriServ Financial Bank

By: Michelle D. Wyandt

Title: Vice President

STATE OF PA )  
COUNTY OF Cambria ) ss:

Before me, a Notary Public, in and for said county and state, personally appeared Michelle D. Wyandt the Vice President of AmeriServ Financial, who acknowledged that he/she being thereunto duly authorized, did sign the foregoing instrument in behalf of said corporation and by authority of its Board of Directors on behalf of the corporation and that the same is the free act and deed of said officer and of said corporation.

In Testimony Whereof, I have hereunto set my hand and official seal at Johnstown PA this 30<sup>th</sup> day of September 2010.

[Signature]  
Notary Public

My Commission Expires: May 3, 2012

COMMONWEALTH OF PENNSYLVANIA  
Notarial Seal  
Sharon M. Jones, Notary Public  
City of Johnstown, Cambria County  
My Commission Expires May 3, 2012  
Member, Pennsylvania Association of Notaries



ANTHONY N. GRANATA  
NOTARY PUBLIC  
STATE OF OHIO  
Recorded in  
Cuyahoga County  
My Comm. Exp. 10/1/12

# EXHIBIT A TO MEMORANDUM OF LEASE

This is Exhibit A to the Memorandum of Assignment of Lease dated September 30, 2010 between Maxus Capital Group, LLC, as Assignor and AmeriServ Finance Bank, as Assignee.

## Equipment Description:

Car # (KRL plus number)	Designation	Axes	Description	Year Built
74	NE	4	Caboose	1974
75	NE	4	Caboose	1975
76	NE	4	Caboose	1975
25971	FD	4	Heavy Duty 25' depressed deck flat, max load 122 ton	1999
25972	FD	4	Heavy Duty 25' depressed deck flat, max load 122 ton	1999
32970	FD	8	Heavy Duty 32' depressed deck flat, max load 180 ton	1997
32971	FD	8	Heavy Duty 32' depressed deck flat, max load 180 ton	1997
38180	FD	8	Heavy Duty 38' depressed deck flat, max load 182 ton	1999
38181	FD	8	Heavy Duty 38' depressed deck flat, max load 182 ton	1999
42100	FM	8	Heavy Duty 42' flatdeck, max load 165 ton	1987
45824	FD	8	Heavy Duty 32' depressed deck flat, max load 180 ton	1977
45825	FD	8	Heavy Duty 32' depressed deck flat, max load 180 ton	1978
45826	FD	8	Heavy Duty 25' depressed deck flat, max load 235 ton	1974
45827	FD	8	Heavy Duty 25' depressed deck flat, max load 235 ton	1974
45828	FD	8	Heavy Duty 25' depressed deck flat, max load 235 ton	1980
45830	FD	8	Heavy Duty 25' depressed deck flat, max load 200 ton	1981
45831	FD	8	Heavy Duty 25' depressed deck flat, max load 184 ton	1985
45832	FD	8	Heavy Duty 25' depressed deck flat, max load 184 ton	1985
48013	FD	4	Heavy Duty 16' depressed deck flat, max load 90 ton	1987
48015	FD	4	Heavy Duty 16' depressed deck flat, max load 90 ton	1987
48017	FD	8	Heavy Duty 25' depressed deck flat, max load 200 ton	1988
48029	FD	8	Heavy Duty 25' depressed deck flat, max load 200 ton	1988
50012	FD	8	Heavy Duty 32' depressed deck flat, max load 190 ton	1977
50013	FD	8	Heavy Duty 32' depressed deck flat, max load 190 ton	1977
70908	FM	8	Heavy Duty 70' flatdeck, max load 230 ton	2000
70953	FM	8	Heavy Duty 70' flatdeck, max load 230 ton	1999
70954	FM	8	Heavy Duty 70' flatdeck, max load 230 ton	1999
70955	FM	8	Heavy Duty 70' flatdeck, max load 230 ton	1999
70956	FM	8	Heavy Duty 70' flatdeck, max load 230 ton	1999
70957	FM	8	Heavy Duty 70' flatdeck, max load 230 ton	1999
70978	FM	8	Heavy Duty 70' flatdeck, max load 230 ton	1998
70979	FM	8	Heavy Duty 70' flatdeck, max load 230 ton	1998
70980	FM	8	Heavy Duty 70' flatdeck, max load 230 ton	1999
70981	FM	8	Heavy Duty 70' flatdeck, max load 230 ton	1999
70982	FM	8	Heavy Duty 70' flatdeck, max load 230 ton	1999
70983	FM	8	Heavy Duty 70' flatdeck, max load 230 ton	1999
70984	FM	8	Heavy Duty 70' flatdeck, max load 230 ton	1999
70985	FM	8	Heavy Duty 70' flatdeck, max load 230 ton	1999
370392	FM	12	Heavy Duty 48' straight flatdeck, max load 370 ton	2000

370393	FM	12	Heavy Duty 48' straight flatdeck, max load 370 ton	2000
370394	FM	12	Heavy Duty 48' straight flatdeck, max load 370 ton	2000
370395	FM	12	Heavy Duty 48' straight flatdeck, max load 370 ton	2000
370396	FM	12	Heavy Duty 48' straight flatdeck, max load 370 ton	2001
370397	FM	12	Heavy Duty 48' straight flatdeck, max load 370 ton	2001
500400	Well	4	Heavy Duty 30' wellcar, max load 115 ton	1976
500401	Well	4	Heavy Duty 30' wellcar, max load 115 ton	1976
500605	FM	8	Heavy Duty 44' straight flatdeck, max load 200 ton	1983
500606	FM	8	Heavy Duty 44' straight flatdeck, max load 200 ton	1983

Additional Cars - Temporarily Held				
200	SCHN		Heavy Duty	1957
26101	FD	6	Heavy Duty - 26', 125 ton	1958
26105	FD	6	Heavy Duty - 26', 125 ton	1958
45000	FD	4	General - 17', 70 ton	1956
45001	FD	4	General - 17', 70 ton	1956
45002	FD	4	General - 17', 70 ton	1956
45006	FD	4	General - 17', 90 ton	1956
45008	FD	4	General - 17', 70 ton	1956
45833	FD	8	Heavy Duty - 25', 200 ton	1959
50010	FM	12	Heavy Duty - 45', 300 ton	1977
500515	FD	6	Heavy Duty - 26', 136 ton	1957
500518	FD	6	Heavy Duty - 26', 136 ton	1957
863024	FD	6	Heavy Duty - 21', 135 ton	1968
863025	FD	6	Heavy Duty - 21', 135 ton	1968

with all replacement parts, additions, repairs, accessions & accessories incorporated therein and/or affixed thereto.

**CERTIFICATION**

I, Robert W. Alvord, attorney licensed to practice in the State of New York and the District of Columbia, do hereby certify under penalty of perjury that I have compared the attached copy with the original thereof and have found the copy to be complete and identical in all respects to the original document.

Dated: \_\_\_\_\_

9/30/10



\_\_\_\_\_  
Robert W. Alvord